

RECORDATION NO. 27935-A

MAY 11 '09 -11 30 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

OF COUNSEL
URBAN A. LESTER

May 11, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: RBSAF 98-065

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of May 1, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27935.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Assignee: TD Equipment Finance, Inc.
2059 Springdale Road
Cherry Hill, NJ 08003

Anne K. Quinlan, Esquire
May 7, 2009
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A description of the railroad equipment covered by the enclosed document is:

3 pieces of maintenance of way equipment: 2 Superior Sales SHC6301 Hopper Carts S/Ns SHC6018-3-09 and SHC6018-4-09 and 1 Plasser 08-16-NT Tamper-Nipper S/N 3372.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAY 11 '09 -10 30 AM

MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of May 1, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and TD Equipment Finance, Inc., a Maine corporation ("Assignee").

Pursuant to that certain Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 065 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Keri AlbertsName Keri AlbertsTitle AVP

TD EQUIPMENT FINANCE, INC., Assignee

By Diane S. Traster

Diane S. Traster

Name Documentation Manager

Title _____

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 1 day of May, 2009.

Misty Watte
Notary Public



State of New Jersey)
County of CAMDEN) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared TD Equipment Finance, Inc., a Maine corporation (the "Corporation"), by DIANE S. TRASTER, its DOCUMENTATION MANAGER, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at CHERRY HILL, NJ, this 5th day of May, 2009.

Lorianne Laquintara

Notary Public

LORIANNE LAQUINTARA
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES OCTOBER 03, 2010

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 065.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 065 is 84 months commencing as of May 1, 2009.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 065 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
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Equipment Location: 11002 Sapp Bros. Drive, Omaha, NE 68138 (Douglas County)

2	Superior Sales	SHC6301	Hopper Cart	SHC6018-3-09	X8700075
				SHC6018-4-09	X8700076

Equipment Location: 650 29th Avenue SE, Minneapolis, MN 55414 (Hennepin County)

1	Plasser	08-16-NT	Tamper-Nipper	3372	X5300086
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/11/09



Robert W. Alvord